

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the next Extra-ordinary General Meeting of the Members of InCred Financial Services Limited (the "Company") will be held at shorter notice on Friday, April 26, 2019 at 3.00 pm at the Corporate office of the Company situated at Unit No. 1502-A, 15th Floor, The Capital Building, C-70, G Block Bandra Kurla Complex, Bandra (East) Mumbai -400051 to consider and transact the following business:

SPECIAL BUSINESS:

ITEM NO.01

PROPOSED ADOPTION OF RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

"**RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, approval of the members of the Company be and is hereby accorded to adopt the new set of Articles of Association (as circulated along with notice of this meeting), including the entrenchment provisions thereunder, in substitution for, and to the exclusion, of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and are hereby severally authorised to issue/ provide certified true copies of these resolutions."

**By Order of the Board of Directors
For InCred Financial Services Limited**

**Sunil Lotke
Company Secretary**

**Place: Mumbai
Date: 26.04.2019**

Address: Unit No. 1502-A, 15th Floor,
The Capital Building, C-70, G Block Bandra Kurla
Complex, Bandra (East) Mumbai-400051

NOTES:

1. A statement setting out material facts pursuant to section 102 of the Companies Act, 2013 (the Act) with respect to the items covered under special business of the notice is annexed hereto.
2. In terms of section 105 of the Companies Act, 2013, a member of a Company entitled to attend and vote at the Extra-ordinary General Meeting is entitled to appoint another person as a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Consent to hold the EGM on shorter notice is attached herewith. Members are requested to share copy of signed consent before the meeting time.
5. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting.
6. The instrument appointing the proxy, in order to be effective, must be deposited at the Corporate office of the Company, duly completed and signed, not less than 48 HOURS before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and/or holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a shareholder holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
7. All relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the Corporate office of the Company during the business hours on all working days upto the date of EGM.
8. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EGM is enclosed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following sets out all material facts relating to items under Special Business mentioned in the accompanying Notice for convening the Extra-Ordinary General Meeting of the Company:

ITEM NO. 1

The Members are requested to note that, pursuant to the Board approval dated April 05, 2019, the Company had entered into Securities Subscription Agreement, Amended and Restated Shareholders' Agreement on 11th April, 2019 executed between inter alia the Company, Mr. Bhupinder Singh, Bee Finance Limited, Nederlandse Financierings Maatschappij voor Ontwikkelingslanden N.V (FMO), Alpha Capital Advisors Private Limited, V Ocean Investments Ltd (The Fund), Mauritius, Moore Strategic Ventures, LLC, Elevar I-IV AIF and existing shareholders.

Consequently, the Board of Directors of the Company has proposed to restate and adopt the articles of association, of the Company incorporating the terms of the Restated Shareholders' agreement and the entrenchment provisions thereunder.

Pursuant to section 5 read with section 14 of the Companies Act, 2013 restatement/alteration/amendment of Articles of Association of the Company requires approval of the members of the Company by way of special resolution.

Accordingly, the Board recommends the proposed resolution set out at Item No. 1 for the approval of members by way of special resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their directorship.

**By Order of the Board of Directors
For InCred Financial Services Limited**

**Sunil Lotke
Company Secretary**

**Place: Mumbai
Date: 26.04.2019**

Address: Unit No. 1502-A, 15th Floor,
The Capital Building, C-70, G Block Bandra Kurla
Complex, Bandra (East) Mumbai-400051

Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No /Client ID	DP ID

I/We, being the member(s) of _____ shares of the above-named company. Hereby appoint

Name:	E-mail Id:
Address:	
Signature, or failing him	
Name:	E-mail Id:
Address:	
Signature, or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary general Meeting of the company, to be held at shorter notice on Friday, April 26, 2019 at 3.00 p.m. at the corporate office of the company situated at Unit No. 1502-A, 15th Floor, The Capital Building, C-70, G Block Bandra Kurla Complex, Bandra (East) Mumbai -400051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. N.	Resolution(s)	Vote	
		For	Against
	SPECIAL BUSINESS		
1.	To approve adoption of restated Articles of Association of the company		

Signed this ___ day of ___ 2019

Affix Revenue Stamps

Signature of Shareholder Signature of Proxy holder Signature of the shareholder across Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company not less than 48 hours before the commencement of the Meeting

ATTENDANCE SLIP

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE
ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional slips on request.

Master Folio No:	
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NAME AND ADDRESS OF SHAREHOLDER: _____

NAME OF PROXYHOLDER: _____

NO. OF SHARES HELD: _____

I hereby record my presence at the Extra-ordinary General Meeting of the Members of INCRED FINANCIAL SERVICES LIMITED held at shorter notice on Friday, April 26, 2019 at 3.00 pm at the Corporate office of the company situated at Unit No. 1502-A, 15th Floor, The Capital Building, C-70, G Block Bandra Kurla Complex, Bandra (East) Mumbai -400051

Signature of the Shareholder or Proxy: _____

NOTES:

(1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.

(2) In the case of joint holders, the votes of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Registers of Members.

Route Map for venue of Extra-Ordinary General Meeting

